

Board of Governors of the Federal Reserve System



INSERT (A)

Consolidated Financial Statements for Bank Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y [12 CFR 225.5(b)].

This report form is to be filed by bank holding companies with total consolidated assets of \$500 million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further

information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: The Consolidated Financial Statements for Bank Holding Companies must be signed by one director of the bank holding company. This individual should also be a senior official of the bank holding company. In the event that the bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Name and Title of Officer

I, _____
have reviewed the Consolidated Financial Statements for Bank Holding Companies filed by the named bank holding company and have transmitted a copy of the report to the Board of Directors for their information.

Signature of Bank Holding Company Official

Date of Signature

The Consolidated Financial Statements for Bank Holding Companies is to be prepared in accordance with the instructions provided by the Federal Reserve System.

Date of Report:

June 30, 2006

Month / Date / Year (BHCK 9999)

Legal Title of Bank Holding Company (TEXT 9010)

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

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RSSD ID

C.I.

S.F.

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 37.95 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, D.C. 20503.

INSERT A

NOTE: Each bank holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Bank Holding Companies. The Consolidated Financial Statements for Bank Holding Companies are to be prepared in accordance with instructions provided by the Federal Reserve System. **The Consolidated Financial Statements for Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).**

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Consolidated Financial Statements for Bank Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Printed Name of Chief Financial Officer¹ (TEXT C490)

Signature of Chief Executive Officer¹

Date of Signature

1. Or the individual performing this equivalent function.

INSERT B

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Schedule HC-M—Continued

[carry over item 22 from previous page]

Memoranda item 23 is to be completed by all bank holding companies.

23. Secured liabilities:

- a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)
- b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)

BHCK F064
BHCK F065

Schedule HC-M—Continued

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The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for yes; enter "0" for no).....

BHCK	
C161	

17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the bank holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for yes; enter "0" for no).....

BHCK	
C159	

18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all bank holding companies that are not required to file the FR Y-12.

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for yes; enter "0" for no).....
b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for yes; enter "0" for no).....

BHCK	
C700	
C701	

19.a.
19.b.

Memoranda items 20 and 21 are to be completed only by bank holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

Dollar Amounts in Thousands				BHCK	Bil	Mil	Thou	
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:								
a. Net assets	C252							20.a.
b. Balances due from related institutions:								
(1) Due from the bank holding company (parent company only), gross	4832							20.b.(1)
(2) Due from subsidiary banks of the bank holding company, gross	4833							20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross	4834							20.b.(3)
c. Balances due to related institutions:								
(1) Due to bank holding company (parent company only), gross	5041							20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross	5043							20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross	5045							20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors	5047							20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act								
	C253							21.

Memoranda item 22 is to be completed by bank holding companies with total assets of \$30 billion or more.

22. Address (URL) for the reporting bank holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

TEXT C497 http://

INSERT (B)

<Page break>

22. 3/05
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Schedule HC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
1. Loans secured by real estate:												
a. Construction, land development, and other land loans in domestic offices	2759				2769				3492			
1.a.												
b. Secured by farmland in domestic offices	3493				3494				3495			
1.b.												
c. Secured by 1-4 family residential properties in domestic offices:												
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398				5399				5400			
1.c.(1)												
(2) Closed-end loans secured by 1-4 family residential properties:												
(a) Secured by first liens	C236				C237				C229			
1.c.(2)(a)												
(b) Secured by junior liens	C238				C239				C230			
1.c.(2)(b)												
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499				3500				3501			
1.d.												
e. Secured by nonfarm nonresidential properties in domestic offices	3502				3503				3504			
1.e.												
f. In foreign offices	B572				B573				B574			
1.f.												

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Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
2. Loans to depository institutions and acceptances of other banks:												
a. U.S. banks and other U.S. depository institutions	5377				5378				5379			
b. Foreign banks	5380				5381				5382			
3. Loans to finance agricultural production and other loans to farmers	1594				1597				1583			
4. Commercial and industrial loans	1606				1607				1608			
5. Loans to individuals for household, family, and other personal expenditures:												
a. Credit cards	B575				B576				B577			
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578				B579				B580			
6. Loans to foreign governments and official institutions	5389				5390				5391			
7. All other loans	5459				5460				5461			
8. Lease financing receivables	1226				1227				1228			
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505				3506				3507			
10. TOTAL (sum of items 1 through 9)	5524				5525				5526			

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Schedule HC-N—Continued

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612				5613				5614				11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above..	5615				5616				5617				11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	C866				C867				C868				11.b.

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Schedule HC-N—Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1).....	1658				1659				1661				M.1.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558				6559				6560				M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508				1912				1913				M.3.
4. Not applicable													
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above).....	C240				C241				C226				M.5.

Item 6 is to be reported only by bank holding companies with total consolidated assets of \$1 billion or more, or with \$2 billion or more in par/notional amounts of off-balance sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
6. Interest rate, foreign exchange rate, and commodity and equity contracts: Fair value of amounts carried as assets.....	3529				3530				M.6.

	BHCK	Bil	Mil	Thou	
7. Additions to nonaccrual assets during the quarter.....	C410				M.7.
8. Nonaccrual assets sold during the quarter	C411				M.8.

Schedule HC-P — Closed-End 1-4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets¹ and (2) bank holding companies with less than \$1 billion in total assets at which either closed-end (first and junior lien) 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK	Bil	Mil	Thou	
1.	Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale ² :					
	a. First liens	XXXX	F066			1.a.
	b. Junior liens	XXXX	F067			1.b.
2.	Wholesale originations and purchases during the quarter of closed-end 1-4 family residential mortgage loans for sale ² :					
	a. First liens	XXXX	F068			2.a.
	b. Junior liens	XXXX	F069			2.b.
3.	Closed-end 1-4 family residential mortgages sold during the quarter:					
	a. First liens	XXXX	F070			3.a.
	b. Junior liens	XXXX	F071			3.b.
4.	Closed-end 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):					
	a. First liens	XXXX	F072			4.a.
	b. Junior liens	XXXX	F073			4.b.

¹ The \$1 billion asset size test is generally based on the total assets reported as of June 30.

² Exclude originations and purchases of closed-end 1-4 family residential mortgage loans that are held for investment.

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C.I. **Schedule HC-R—Regulatory Capital**

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

	bhcx	Bil	Mil	Thou	
Tier 1 capital					
1. Total equity capital (from Schedule HC, item 28)	3210				1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK				2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	8434				3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	A221				4.
5. LESS: Nonqualifying perpetual preferred stock	4336				5.
6. a. Qualifying minority interests in consolidated subsidiaries and similar items	B588				6.a.
b. Qualifying trust preferred securities ²	B589				6.b.
7. LESS: Disallowed goodwill and other disallowed intangible assets	C502				7.
8. Subtotal (sum of items 1, 6.a. and 6.b., less items 2, 3, 4, 5 and 7)	B590				8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	C227				9.a.
b. LESS: Disallowed deferred tax assets	B591				9.b.
10. Other additions to (deductions from) Tier 1 capital	5610				10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	B592				11.
12. Qualifying subordinated debt and redeemable preferred stock	8274				12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital	5306				13.
14. Allowance for loan and lease losses includible in Tier 2 capital	B593				14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	5310				15.
16. Other Tier 2 capital components	2221				16.
17. Tier 2 capital (sum of items 12 through 16)	B594				17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	5311				18.
19. Tier 3 capital allocated for market risk	8275				19.
20. LESS: Deductions for total risk-based capital	1395				20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	B595				21.
22. Average total assets (from Schedule HC-K, item 5)	3792				22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above)	bhct				23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	3368				24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	B590				25.
26. LESS: Other deductions from assets for leverage capital purposes	B591				26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	5610				27.
28.-30. Not applicable	BHCK				
31. Tier 1 leverage ratio (item 11 divided by item 27)	B596				31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	A224				32.
33. Total risk-based capital ratio (item 21 divided by item 62)	BHCK				33.

BHCK	Percentage
7204	_____ %
7206	_____ %
7205	_____ %

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income."

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.

Schedule HC-R—Continued

Bank holding companies are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank holding company can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

																			C000
	(Column A) Totals (from Schedule HC)			(Column B) Items Not Subject to Risk-Weighting			(Column C)			(Column D)			(Column E)			(Column F)			
							Allocation by Risk Weight Category												
							0%			20%			50%			100%			
Dollar Amounts in Thousands	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Balance Sheet Asset Categories				BHCE			BHC0			BHC2			BHC5			BHC9			
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).....	BHCK 0010																		34.
	bhcx 1754																		
35. Held-to-maturity securities	bhcx 1773																		35.
36. Available-for-sale securities	BHCK C225																		36.
37. Federal funds sold and securities purchased under agreements to resell	bhct 5369																		37.
38. Loans and leases held for sale	bhct B528																		38.
39. Loans and leases, net of unearned income	bhcx 3123																		39.
40. LESS: Allowance for loan and lease losses	bhcx 3545																		40.
41. Trading assets	BHCK B639																		41.
42. All other assets ¹	bhct 2170																		42.
43. Total assets (sum of items 34 through 42)																			43.

1. Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, customers' liability on acceptances outstanding, intangible assets, and other assets.

Schedule HC-R—Continued

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹			(Column C)			(Column D)			(Column E)			(Column F)		
								Allocation by Risk Weight Category											
								0%			20%			50%			100%		
	Bil	Mil	Thou		Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
Derivatives and Off-Balance Sheet Items	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9		
44. Financial standby letters of credit				1.00 or 12.5 ²															44.
45. Performance standby letters of credit	bhct B570																		
				.50															45.
46. Commercial and similar letters of credit	bhct 3411																		
				.20															46.
47. Risk participations in bankers accep- tances acquired by the reporting institution	BHCK 3429																		
				1.00															47.
	bhct 3433																		
48. Securities lent				1.00															48.
49. Retained recourse on small business obligations sold with recourse	bhct A250																		
				1.00															49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	BHCK B541																		
				12.5 ³															
51. All other financial assets sold with recourse	BHCK B675																		
				1.00															51.
52. All other off-balance sheet liabilities	BHCK B681																		
				1.00															52.
53. Unused commitments with an original maturity exceeding one year	BHCK 6572																		
				.50															53.
54. Derivative contracts					BHCE A167														
																			54.

¹ Column A multiplied by credit conversion factor.² For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.³ Or institution-specific factor.

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Schedule HC-R—Continued

	(Column C)			(Column D)			(Column E)			(Column F)			
	Allocation by Risk Weight Category												
	0%			20%			50%			100%			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Dollar Amounts in Thousands													
Totals													
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	BHCK B696			BHCK B697			BHCK B698			BHCK B699			55.
56. Risk weight factor	× 0%			× 20%			× 50%			× 100%			56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	BHCK B700			BHCK B701			BHCK B702			BHCK B703			57.
58. Market risk equivalent assets										BHCK 1651			58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)										BHCK B704			59.
60. LESS: Excess allowance for loan and lease losses										BHCK A222			60.
61. LESS: Allocated transfer risk reserve										BHCK 3128			61.
62. Total risk-weighted assets (item 59 minus items 60 and 61)										BHCK A223			62.

Schedule HC-R—Continued

MEMORANDA

Dollar Amounts in Thousands

BHCK	Bil	Mil	Thou
8764			

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards..... M.1.

2. Notional principal amounts of derivative contracts:¹

a. Interest rate contracts

b. Foreign exchange contracts

c. Gold contracts

d. Other precious metals contracts

e. Other commodity contracts

f. Equity derivative contracts

g. Credit derivative contracts:

(1) Investment grade

(2) Subinvestment grade

With a remaining maturity of														
(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years				
BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou
3809					8766					8767				
3812					8769					8770				
8771					8772					8773				
8774					8775					8776				
8777					8778					8779				
A000					A001					A002				
C980					C981					C982				
C983					C984					C985				

M.2.a.

M.2.b.

M.2.c.

M.2.d.

M.2.e.

M.2.f.

M.2.g.(1)

M.2.g.(2)

3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:

a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC).....

b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)

c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities)

(included in Schedule HC, item 22)

d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (**excluding trust preferred securities**) (included in Schedule HC, item 20 or 22)

4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27)

5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 27):

a. In the form of perpetual preferred stock

b. In the form of common stock

6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)

BHCK	Bil	Mil	Thou
5479			
5990			
C498			
A507			
2771			
5483			
5484			
F031			

3.a.

3.b.

3.c.

3.d.

4.

5.a.

5.b.

6.

¹ Exclude foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.

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C.I. **Schedule HC-S—Servicing, Securitization, and Asset Sale Activities**

																				C000																					
																				(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans, All Leases, and All Other Assets			
Dollar Amounts in Thousands																				Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Securitization Activities																																									
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements																				BHCK B705			BHCK B706			BHCK B707			BHCK B708			BHCK B709			BHCK B710			BHCK B711			1.
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:																																									
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)																				BHCK B712			BHCK B713			BHCK B714			BHCK B715			BHCK B716			BHCK B717			BHCK B718			2.a.
b. Subordinated securities and other residual interests																				BHCK C393			BHCK C394			BHCK C395			BHCK C396			BHCK C397			BHCK C398			BHCK C399			2.b.
c. Standby letters of credit and other enhancements																				BHCK C400			BHCK C401			BHCK C402			BHCK C403			BHCK C404			BHCK C405			BHCK C406			2.c.
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1																				BHCK B726			BHCK B727			BHCK B728			BHCK B729			BHCK B730			BHCK B731			BHCK B732			3.
4. Past due loan amounts included in item 1:																																									
a. 30-89 days past due																				BHCK B733			BHCK B734			BHCK B735			BHCK B736			BHCK B737			BHCK B738			BHCK B739			4.a.
b. 90 days or more past due																				BHCK B740			BHCK B741			BHCK B742			BHCK B743			BHCK B744			BHCK B745			BHCK B746			4.b.
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):																																									
a. Charge-offs																				BHCK B747			BHCK B748			BHCK B749			BHCK B750			BHCK B751			BHCK B752			BHCK B753			5.a.
b. Recoveries																				BHCK B754			BHCK B755			BHCK B756			BHCK B757			BHCK B758			BHCK B759			BHCK B760			5.b.

Schedule HC-S—Continued

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	(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans, All Leases, and All Other Assets			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Dollar Amounts in Thousands																						
6. Amount of ownership (or seller's) interests carried as:				BHCK B761			BHCK B762									BHCK B763						6.a.
a. Securities (included in HC-B)																						
b. Loans (included in HC-C)				BHCK B500			BHCK B501									BHCK B502						6.b.
7. Past due loan amounts included in interests reported in item 6.a:																						
a. 30-89 days past due				BHCK B764			BHCK B765									BHCK B766						7.a.
b. 90 days or more past due				BHCK B767			BHCK B768									BHCK B769						7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):																						
a. Charge-offs				BHCK B770			BHCK B771									BHCK B772						8.a.
b. Recoveries				BHCK B773			BHCK B774									BHCK B775						8.b.
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions																						
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	BHCK B776			BHCK B777			BHCK B778			BHCK B779			BHCK B780			BHCK B781			BHCK B782			9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures	BHCK B783			BHCK B784			BHCK B785			BHCK B786			BHCK B787			BHCK B788			BHCK B789			10.
Asset Sales																						
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCK B790			BHCK B791			BHCK B792			BHCK B793			BHCK B794			BHCK B795			BHCK B796			11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	BHCK B797			BHCK B798			BHCK B799			BHCK B800			BHCK B801			BHCK B802			BHCK B803			12.

Schedule HC-S—Continued

MEMORANDA

Dollar Amounts in Thousands				
BHCK	Bil	Mil	Thou	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:				
A249				M.1.a.
A250				M.1.b.
2. Outstanding principal balance of assets serviced for others:				
B804				M.2.a.
B805				M.2.b.
A591				M.2.c.
3. Asset-backed commercial paper conduits:				
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806			M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807			M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B808			M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809			M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407			M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

2. Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Notes to the Balance Sheet—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less.

	Dollar Amount in Thousands	BHBC	Bil	Mil	Thou	
1. Average loans and leases (net of unearned income).....		3516				1.
2. Average earning assets		3402				2.
3. Average total consolidated assets		3368				3.
4. Average equity capital.....		3519				4.

Notes to the Balance Sheet—Other

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the bank holding company's long-term unsecured debt by a material amount. The bank holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK	Bil	Mil	Thou
0000 Sch. HC, item 16, New loan to holding company's ESOP guaranteed by bank holding company				
	0000			750

Notes to the Balance Sheet—Other

	TEXT	Dollar Amount in Thousands	BHCK	Bil	Mil	Thou	
1.	5356						
			5356				1.
2.	5357						
			5357				2.
3.	5358						
			5358				3.
4.	5359						
			5359				4.
5.	5360						
			5360				5.
6.	B027						
			B027				6.

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Notes to the Balance Sheet—Other, Continued

	TEXT	Dollar Amount in Thousands	BHCK	Bil	Mil	Thou	
7.	B028						
			B028				7.
8.	B029						
			B029				8.
9.	B030						
			B030				9.
10.	B031						
			B031				10.
11.	B032						
			B032				11.
12.	B033						
			B033				12.
13.	B034						
			B034				13.
14.	B035						
			B035				14.
15.	B036						
			B036				15.
16.	B037						
			B037				16.
17.	B038						
			B038				17.
18.	B039						
			B039				18.
19.	B040						
			B040				19.
20.	B041						
			B041				20.